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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION**

In re:)	
)	
)	Case No. 02-83984-SSM
)	Jointly Administered
US AIRWAYS GROUP, INC., <u>et al.</u> ,)	Chapter 11
)	Hon. Stephen S. Mitchell
Debtors.)	

**ORDER APPROVING (I) DISCLOSURE STATEMENT;
(II) RECORD DATE, VOTING DEADLINE AND PROCEDURES
FOR TEMPORARY ALLOWANCE OF CERTAIN CLAIMS;
(III) PROCEDURES FOR FILING OBJECTIONS TO PLAN;
(IV) SOLICITATION PROCEDURES FOR CONFIRMATION; AND
(V) A HEARING DATE TO CONSIDER CONFIRMATION OF THE PLAN**

The form of the proposed order has been modified by the court.

This matter having come before the Court upon the motion, dated December 27,
2002 (the "Solicitation Procedures Motion"), of US Airways Group, Inc. and seven of

its subsidiaries and affiliates (the "Affiliate Debtors"),¹ debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order pursuant to 11 U.S.C. §§ 105, 1125, and 1126 and Rules 3003, 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure, requesting entry of an order (a) approving the disclosure statement ("Disclosure Statement") respecting the First Amended Joint Plan of Reorganization of US Airways Group, Inc. and Its Affiliated Debtors and Debtors-In-Possession, dated January 17, 2003 (the "Plan"); (b) establishing a voting record date, voting deadline and procedures for temporary allowance of certain claims for voting purposes; (c) establishing procedures for filing objections to the Plan; (d) approving the procedures for soliciting and tabulating votes on the Plan; and (e) establishing a hearing date to consider confirmation of the Plan; the Court having reviewed the Disclosure Statement, as it may be amended, and the Solicitation Procedures Motion; a hearing having been held on January 16, 2003 and continued on January 17, 2003 (the "Disclosure Statement Hearing"), at which time all interested parties were offered an opportunity to be heard with respect to the Disclosure Statement and Solicitation Procedures Motion; and the Court having reviewed and considered (i) the Disclosure Statement, (ii) the Solicitation Procedures Motion, and objections thereto, (iii) the arguments of counsel made, and the evidence proffered or addressed at the Disclosure Statement Hearing; and it appearing that the relief requested is in the best interests of the Debtors, their estates and creditors and other parties in interest; and upon

¹ The Debtors are the following entities: US Airways Group, Inc., US Airways, Inc., Allegheny Airlines, Inc., PSA Airlines, Inc., Piedmont Airlines, Inc., MidAtlantic Airways, Inc., US Airways Leasing and Sales, Inc. and Material Services Company, Inc.

the record of the Disclosure Statement Hearing and these cases; and after due deliberation thereon, and good cause appearing therefor;

IT IS HEREBY FOUND THAT

A. Notice of the Disclosure Statement Hearing and the hearing on the Solicitation Procedures Motion was sufficient and proper under the particular circumstances.

IT IS HEREBY ORDERED AS FOLLOWS:

A. Approval of Disclosure Statement

1. Pursuant to Rule 3017(b) of the Federal Rules of Bankruptcy Procedure, (a) the Disclosure Statement, attached hereto as Exhibit G, is approved as containing adequate information within the meaning of Section 1125(a) of Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, et. seq. (the "Bankruptcy Code"), and (b) to the extent not withdrawn, settled or otherwise resolved, all objections to the Disclosure Statement are overruled. The alternative versions of the second paragraph to Section VII.C.8 of the Disclosure Statement set forth on Exhibit F hereto are hereby approved for inclusion in the Disclosure Statement, as applicable.

B. Establishment of Record Date, Voting Deadline, and Procedures for Temporary Allowance of Certain Claims

1. Record Date

2. Notwithstanding anything to the contrary in Fed. R. Bankr. P. 3018(a), the record date (the "Record Date") for determining (a) creditors entitled to receive Solicitation Packages (as defined below) and creditors and interest holders

entitled to receive the other notices required by this Order and (b) creditors entitled to vote to accept or reject the Plan shall be January 9, 2003.

2. Voting Deadline

3. The last date and time (the "Voting Deadline") by which ballots for accepting or rejecting the Plan must be received by the Voting Agent (as defined below) in order to be counted shall be March 10, 2003 at 4:00 p.m. (prevailing Eastern time). Ballots must be returned to the Voting Agent at Logan & Company, Inc., 546 Valley Road, Upper Montclair, New Jersey, 07043, Attn: US Airways Ballot Center on or prior to the Voting Deadline by (a) mail in the return envelope provided with each ballot, (b) overnight delivery, or (c) hand delivery, in order to be counted. Ballots submitted by facsimile transmission only shall not be counted.

3. Procedures for Temporary Allowance of Certain Claims for Voting

4. Any holder of a claim as to which the Debtors filed an objection, on or before March 7, 2003, whether such objection related to the entire claim or a portion thereof, shall not be entitled to vote on the Plan or if voted shall not be counted in determining whether the requirements of section 1126(c) of the Bankruptcy Code have been met with respect to the Plan (except to the extent and in the manner as may be set forth in the objection, including, without limitation, classification as to proper Debtor and priority of claim) (a) unless the claim has been temporarily allowed for voting purposes pursuant to Bankruptcy Rule 3018(a) and in accordance with this Order or (b) except to the extent that, on or before the Voting Deadline, the objection to such claim has been resolved in favor of the creditor asserting the claim. Recipients of a

claims objection shall receive a notice of non-voting status, substantially in the form of Exhibit A attached hereto.

5. The deadline (the "Rule 3018(a) Motion Deadline") for filing and serving motions requesting temporary allowance of a movant's claim for purposes of voting pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure ("Rule 3018(a) Motions") shall be February 14, 2003 at 4:00 p.m. (prevailing Eastern time). Such Motions must be filed and served on the Notice Parties (as defined below) and in the manner set forth herein so as to be received not later than 4:00 p.m. (prevailing Eastern time) on the Rule 3018(a) Motion Deadline; provided, however, that if the Debtors object to a claim on or after February 7, 2003, the Rule 3018(a) Motion Deadline shall be extended as to such claim such that the holder thereof shall have at least 7 days to file a Rule 3018(a) Motion. Any claim to which objection is first made on and after March 8, 2003, shall be temporarily allowed for voting purposes in the amount claimed.

6. Any party timely filing and serving a Rule 3018(a) Motion shall, upon such party's written request to the Voting Agent, be provided a ballot and be permitted to cast a provisional vote to accept or reject the Plan. If, and to the extent that, the Debtors and such party are unable to resolve the issues raised by the Rule 3018(a) Motion prior to the Voting Deadline, then at the Confirmation Hearing, the Court shall determine whether the provisional ballot should be counted as a vote on the Plan.

C. Confirmation Hearing
and Objections

7. Pursuant to Rule 3020(b)(2) of the Federal Rules of Bankruptcy Procedure, the hearing on confirmation of the Plan (the "Confirmation Hearing") shall be March 18, 2003 at 9:30 a.m. (prevailing Eastern time) (the "Confirmation Hearing Date").

8. Pursuant to Rule 3020(b)(1) of the Federal Rules of Bankruptcy Procedure, objections to confirmation of the Plan ("Confirmation Objections") must be filed and served by 4:00 p.m. (prevailing Eastern time) on March 10, 2003 (the "Objection Deadline"). Confirmation Objections not timely filed and served in accordance with this Order shall not be considered.

9. Confirmation Objections, if any, must (a) be in writing, (b) comply with the Bankruptcy Rules Procedure and the Local Rules, (c) set forth the name of the objector and the nature and amount of any claim or interest asserted by the objector against or in the Debtors (specifying the appropriate Debtor), their estates or their property, (d) state with particularity the legal and factual bases for the objection, (e) be filed with the Court together with proof of service, (f) and served by personal service, overnight delivery, or first-class mail, so as to be received no later than the Objection Deadline, by the following (collectively, the "Notice Parties"):

Counsel for the Debtors

Skadden, Arps, Slate, Meagher & Flom (Illinois)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
Attn: John Wm. Butler, Jr., Esq.
John K. Lyons, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036-6522
Attn: Alesia Ranney-Marinelli, Esq.

and

McGuire Woods LLP
1750 Tysons Boulevard
Suite 1800
McLean, Virginia 22102-4215
Attn: Lawrence E. Rifken, Esq.
Douglas M. Foley, Esq.

United States Trustee

The Office of the United States Trustee
115 South Union Street
Alexandria, Virginia 22314
Attn: Dennis J. Early, Esq.

Counsel for the Retirement Systems of Alabama
Holdings LLC ("RSA"), Plan Sponsor and
the DIP Agent

Orrick, Herrington & Sutcliffe LLP (NY)
666 Fifth Avenue
New York, New York 10103
Attn: Duncan Darrow, Esq.
Lorraine S. McGowen, Esq.

and

Bean, Kinney & Korman, PC
2000 North 14th Street, Suite 100
Arlington, VA 22201
Attn: James R. Schroll, Esq.

Counsel for the Creditors' Committee

Otterbourg, Steindler, Houston & Rosen, P.C.
230 Park Avenue
New York, New York 10169
Attn: Scott L. Hazan, Esq.
Brett H. Miller, Esq.

and

Vorys, Sater, Seymour & Pease LLP
277 South Washington Street, Suite 310
Alexandria, Virginia 22314-3674
Attn: Malcolm M. Mitchell Jr., Esq.
Byron L. Pickard, Esq.

Counsel for the ATSB

Curtis Mallet-Prevost Colt & Mosle LLP
101 Park Avenue
New York, New York 10178-0061
Attn: Steven J. Reissman, Esq.
Daniel R. Lenihan, Esq.

D. Solicitation Procedures

1. Duties of Voting Agent

10. In connection with the solicitation of votes with respect to the Plan, Logan & Company, Inc. ("Logan") shall act as the voting agent (the "Voting Agent"). The Voting Agent is authorized and directed, in conjunction with the Debtors, either separately, or together, to assist the Debtors in: (i) mailing Solicitation Packages, (ii) receiving, tabulating and reporting on ballots cast for or against the Plan by holders of claims against the Debtors, (iii) responding to inquiries from creditors and stakeholders relating to the Plan, the Disclosure Statement, the ballots and matters related thereto, including, without limitation, the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan, (iv) soliciting votes on the Plan and (v) if necessary, contacting creditors and equity security holders regarding the Plan.

2. Ballots

11. The ballots in substantially the forms attached hereto as Exhibits B-1 through B-4, respectively, shall be used in connection with the solicitation of votes

on the Plan by holders of Claims in the following Classes under the Plan, which are those Classes entitled to vote to accept or reject the Plan: Group-2, Group-4, Group-5, Group-6, USAI-2, USAI-5, USAI-6, USAI-7, Allegheny-4, Allegheny-5, Allegheny-6, PSA-4, PSA-5, PSA-6, Piedmont-4, Piedmont-5, Piedmont-6, MidAtlantic-3, MidAtlantic-4, MidAtlantic-5, US Airways Leasing-3, US Airways Leasing-4, US Airways Leasing-5, Material Services-3, Material Services-4 and Material Services-5.

12. Pursuant to the Plan, Classes Group-1, Group-3, USAI-1, USAI-3, USAI-4, Allegheny-1, Allegheny-2, Allegheny-3, PSA-1, PSA-2, PSA-3, Piedmont-1, Piedmont-2, Piedmont-3, MidAtlantic-1, MidAtlantic-2, US Airways Leasing-1, US Airways Leasing-2, Material Services-1 and Material Services-2 are unimpaired and, therefore, are conclusively presumed to accept the Plan. The Debtors shall not solicit votes with respect to such classes of claims and such classes of claims shall not be entitled to receive ballots. In lieu of a ballot and in accordance with Rule 3017(d), the Debtors shall mail to the Unimpaired Creditors a notice, substantially in the form of Exhibit C attached hereto.

13. Classes Group-7A and Group-7B do not retain or receive any property under the Plan and are deemed to reject the Plan. The Debtors shall not send ballots to holders of interests in these classes.

14. Each Debtor is deemed to have (a) received all notices required under this Order and (b) complied with all procedures necessary to be able to cast votes on the Plan with respect to their claims and interests. Each Debtor shall be deemed to vote to accept the Plan. Without limiting the foregoing, to the extent applicable, US Airways Group, Inc. shall be deemed to have voted to accept the Plan with respect to

Classes USAI-8, Allegheny-7, PSA-7, Piedmont-7, MidAtlantic-6, US Airways-6 and Material Services-6.

3. Content and General Transmittal
of Solicitation Package

15. Pursuant to Rule 3017(d) of the Federal Rules of Bankruptcy Procedure, on or before January 31, 2003 (the "Solicitation Mailing Date"), the Debtors shall transmit or cause to be transmitted, to the persons listed below, by United States mail, first-class postage prepaid, or by hand or by overnight courier, a solicitation packet (the "Solicitation Package") containing a copy or conformed printed version of:

- (a) the Notice of (1) Approval of Disclosure Statement, (2) Hearing on Confirmation of Plan; (3) Deadline and Procedures for Filing Objections to Confirmation of Plan; (4) Deadline and Procedures for Temporary Allowance of Certain Claims for Voting Purposes; (5) Treatment of Certain Unliquidated, Contingent or Disputed Claims for Notice, Voting and Distribution Purposes, (6) Record Date; and (7) Voting Deadline for Receipt of Ballots, in substantially the form of the notice attached as Exhibit D hereto (the "Confirmation Hearing Notice");
- (b) the Disclosure Statement;
- (c) the Plan (which shall be furnished in the Solicitation Package as Appendix A to the Disclosure Statement);
- (d) this Solicitation Procedures Order (without exhibits attached);
- (e) solicitation letter from the Creditors' Committee, substantially in the form of Exhibit H attached hereto; and
- (f) to the extent applicable, a ballot and/or notice appropriate for the specific creditor, in substantially the forms approved by this Order and attached hereto (as may be modified for particular classes with instructions attached thereto).

16. The Debtors shall file all exhibits and schedules to the Plan and/or appendices to the Disclosure Statement with the Court on or before February 27, 2003 (the "Exhibit Filing Date").

17. The following creditors and other parties in interest shall receive the Solicitation Package (with exclusions as noted herein): (i) the United States Trustee (without a ballot); (ii) all non-voting unimpaired creditors (without a ballot); and (iii) creditors holding claims designated as impaired and entitled to vote on the Plan (A) who have filed timely proofs of claim (or untimely proofs of claim which have been allowed as timely by the Court under applicable law on or before the Record Date) that have not been disallowed by an order of the Court entered on or before the Solicitation Mailing Date and that are not the subject of a pending objection as of the Solicitation Mailing Date or (B) whose claims are scheduled in the Debtors' schedules of assets and liabilities dated September 25, 2002 (as subsequently amended, the "Schedules") (other than those scheduled as (x) unliquidated, contingent or disputed or (y) zero or unknown in amount). Creditors who have filed duplicate claims in any given class shall receive only one Solicitation Package and allowed one ballot for voting their claims with respect to that class. Subject to paragraphs 31-34 herein, holders of public securities are not entitled to vote on the Plan, and will only receive notice of the Plan and Disclosure Statement only to the extent provided for herein.

18. To supplement notice of the Confirmation Hearing, the Debtors shall send a Confirmation Hearing Notice and Disclosure Statement to parties to executory contracts and unexpired leases, which parties are not currently "creditors" as defined in section 101(10) of the Bankruptcy Code, and to taxing authorities that hold

or potentially hold un-classified priority tax claims against the Debtors. In addition, the Debtors shall publish the Confirmation Hearing Notice not less than twenty-five (25) days before the Confirmation Hearing in the global edition of *The Wall Street Journal* and national edition of *The New York Times*.

4. Transmittal to Certain Claim and Interest holders

a. Contingent, Unliquidated,
And Disputed Claims

19. Pursuant to Rule 3003(c)(2) of the Federal Rules of Bankruptcy Procedure, with respect to all persons or entities who are listed on the Debtors' Schedules as having a claim or a portion of a claim which is disputed, unliquidated or contingent or which is scheduled as zero or unknown in amount and such person or entity did not timely file a proof claim, the Debtors shall not distribute any documents or notices.

20. [omitted].

21. [omitted].

b. Deemed to Reject the Plan

22. Holders of Classes Group-7A and Group-7B will neither receive nor retain any property under the Plan, and are deemed to reject the Plan pursuant to Section 1126(g) of the Bankruptcy Code. The Debtors therefore are authorized and directed to mail to such holders notices, in lieu of the Solicitation Package, substantially in the form of Exhibit E attached hereto.

5. When No Notice or Transmittal Necessary

23. Solicitation Packages shall not be sent to creditors whose claims are based solely on amounts scheduled by the Debtors but whose claims already have been paid in the full scheduled amount; provided, however, if, and to the extent that, any such creditor would be entitled to receive a Solicitation Package for any reason other than by virtue of the fact that its claim had been scheduled by the Debtors, such creditor will be sent a Solicitation Package in accordance with the procedures set forth above. In addition, no Solicitation Package shall be sent to any creditor who filed a proof of claim if the amount asserted in such proof of claim has already been paid.

24. The Debtors shall retain the discretion not to give notice or service of any kind upon any person or entity to whom the Debtors mailed a notice of the commencement of these cases and received any of such notices returned by the United States Postal Service marked "undeliverable as addressed," "moved - left no forwarding address" or "forwarding order expired," or similar reason, unless the Debtors have been informed in writing by such person or entity of that person's or entity's new address by the Record Date.

6. Procedures for Vote Tabulation

25. Any ballot timely received that contains sufficient information to permit the identification of the claimant and is cast as an acceptance or rejection of the Plan will be counted and will be deemed to be cast as an acceptance or rejection, as the case may be, of the Plan. Ballots counted in accordance with the below procedures shall only be counted as a rejection or acceptance, as the case may be, with respect to the individual Plan proposed by the Debtor against which such person or entity has a claim.

A summary of the voting results shall be filed with the Court at least two days prior to the Confirmation Hearing Date. The foregoing general procedures shall be subject to the following exceptions:

- (a) If a Claim is deemed allowed in accordance with the Plan, such Claim shall be allowed for voting purposes in the deemed allowed amount set forth in the Plan;
- (b) [omitted];
- (c) If a Claim has been estimated or otherwise allowed for voting purposes by order of this Court, such Claim shall be temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- (d) If a Claim is listed in the Schedules as contingent, unliquidated or disputed and a proof of claim was not (i) filed by the applicable deadline to file a proof of claim ("Bar Date") or (ii) deemed timely filed by an order of the Bankruptcy Court prior to the Voting Deadline, such Claim shall be disallowed in its entirety for voting purposes;
- (e) [omitted];
- (f) If the Debtors have served and filed an objection to a Claim on or before March 7, 2003, such Claim shall be temporarily disallowed for voting purposes only and not for the purposes of the allowance or distribution, except to the extent and in the manner as may be set forth in the objection, including, without limitation, classification as to proper Debtor and priority of claim, subject to the right of such holder to file a 3018 Motion;
- (g) If a ballot is properly completed, executed and timely filed, but does not indicate an acceptance or rejection of the Plan, or indicates both an acceptance and rejection of the Plan, such Claim shall be counted as an acceptance of the Plan; and
- (h) Ballots casts in amounts in excess of their allowed amount will only be counted to the extent of the creditors' allowed Claim.

26. The following ballots shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:

- (a) Any ballot received after the Voting Deadline unless the Court shall have granted an extension of the Voting Deadline with respect to such ballot;
- (b) Any ballot that is illegible or contains insufficient information to permit the identification of the claimant;
- (c) Any ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan;
- (d) Any duplicate ballot will only be counted once;
- (e) Any ballot submitted by facsimile transmission; or
- (f) Any unsigned ballot.

27. Notwithstanding Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, whenever two or more ballots are cast voting the same claim prior to the Voting Deadline, the latest dated ballot received prior to the Voting Deadline will be deemed to reflect the voter's intent and thus to supersede any prior ballots, provided however that where an ambiguity exists as to which ballot reflects the voter's intent, the Voting Agent reserves the right to contact the creditor and calculate the vote according to such voter's written instructions. This procedure shall be without prejudice to the Debtors' right to object to the validity of the second ballot on any basis permitted by law, and, if the objection is sustained, to count the first ballot for all purposes.

28. Subject to paragraphs 31-34 herein, Claim splitting is not permitted. Creditors who vote must vote all of their claims within a particular class to either accept or reject the Plan.

29. [omitted].

30. Pursuant to the Plan, holders of certain General Unsecured Claims may elect on their ballots to reduce their claims to \$25,000 in order to receive \$3,750 in cash in full satisfaction of their claims (the "Convenience Class Election"). With respect to any claim holder who has elected to make the Convenience Class Election, such holder shall be deemed to have voted to accept or reject the Plan as a member of the applicable Class of General Unsecured Convenience Claims.

E. Special Voting Procedures For Certain Aircraft Financings

31. Notwithstanding anything to the contrary herein, in connection with the full resolution of (i) the Limited Objection of Ad Hoc Committee to Motion for Order Approving Motion for Order Approving (I) Disclosure Statement; (II) Record Date, Voting Deadline and Procedures for Temporary Allowance of Certain Claims; (III) Procedures for Filing Objections to Plan; (IV) Solicitation Procedures for Confirmation; and (V) a Hearing Date to Consider Confirmation of the Plan (Docket No. 1840), (ii) the Limited Objection of Wilmington Trust Company, an indenture trustee to Motion for Order Approving Motion for Order Approving (I) Disclosure Statement; (II) Record Date, Voting Deadline and Procedures for Temporary Allowance of Certain Claims; (III) Procedures for Filing Objections to Plan; (IV) Solicitation Procedures for Confirmation; and (V) a Hearing Date to Consider Confirmation of the Plan (Docket No. 1981), (iii) the Limited Objection of U.S. Bank National Association to Motion for Order Approving (I) Disclosure Statement; (II) Record Date, Voting Deadline and Procedures for Temporary Allowance of Certain Claims; (III) Procedures for Filing Objections to Plan (Docket Number); (IV) Solicitation Procedures for Confirmation (Docket No. 1840),

and (iv) Supplemental Limited Objection of Wachovia Bank, N.A. f/k/a First Union National Bank, as Equipment Trust Trustee with Respect to Certain Aircraft Equipment and as Indenture Trustee with Respect to Certain Airport Facilities, to Debtors' Motion for an Order Approving Disclosure Statement (Docket Number 2038) the following special voting procedures shall apply:

32. Each of (a) Wilmington Trust Company, in its capacity as trustee in the USAir 1996 enhanced equipment note financing; (b) U.S. Bank National Association, as successor trustee to State Street Bank and Trust Company, in its capacity as trustee in the USAir 1993-A pass through trusts financing; (c) U.S. Bank National Association, as successor trustee to State Street Bank and Trust Company, in its capacity as trustee in the USAir 1989-A pass through trusts financing; (d) U.S. Bank National Association, as successor trustee to State Street Bank and Trust Company, in its capacity as trustee in the USAir 1990-A1 pass through trust financing; (e) U.S. Bank National Association, as successor trustee to State Street Bank and Trust Company, in its capacity as trustee in the USAir 1990-A2 pass through trust financing; (f) Wachovia Bank National Association f/k/a First Union National Bank, in its capacity as trustee in the 1988 Piedmont Aviation equipment trust D financing; (g) Wachovia Bank National Association f/k/a First Union National Bank, in its capacity as trustee in the 1988 Piedmont Aviation equipment trust G financing; (h) Wachovia Bank National Association f/k/a First Union National Bank, in its capacity as trustee in the 1990 USAir equipment trust A financing; (i) Wachovia Bank National Association f/k/a First Union National Bank, in its capacity as trustee in the 1990 USAir equipment trust B financing; and (j) Wachovia Bank National Association f/k/a First Union National Bank, in its

capacity as trustee in the 1990 USAir equipment trust D financing (Wilmington Trust Company, U.S. Bank National Association, and Wachovia Bank National Association, together, the "Aircraft Financing Trustees") (the USAir 1996 enhanced equipment note financing, the USAir 1993-A pass through trusts financing, the USAir 1989-A pass through trusts financing, the USAir 1990-A1 pass through trust financing, the USAir 1990-A2 pass through trust financing, the 1988 Piedmont Aviation equipment trust D financing, the 1988 Piedmont Aviation equipment trust G financing, the 1990 USAir equipment trust A financing, the 1990 USAir equipment trust B financing, and the 1990 USAir equipment trust D financing, together, the "Aircraft Financings") may cast ballots in Class USAI-7 on account of each of their respective General Unsecured Claims (as defined in the Plan) relating to the Aircraft Financings reflecting individual voting instructions received from either pass through Aircraft Financing certificate holders or Aircraft Financing noteholders, as the case may be (the "Certificateholders" or the "Noteholders"), which individual instructions will be counted as individual votes in USAI Class-7 with respect to General Unsecured Claims arising under Aircraft Financing for purposes of tabulating votes (both as to amount and number) under the Solicitation Procedures Order.

33. Any aircraft financing trustee ("Requesting Trustees") that is entitled to vote on the Plan under a similar aircraft financing structure may participate in this special voting procedure upon written request to the Debtors at least ten days prior to the Voting Deadline.

34. The Debtors shall provide the Aircraft Financing Trustees and Requesting Trustees a reasonable number of copies of the Disclosure Statement and Plan to elicit voting instructions from Certificateholders or Noteholders, as the case may be.

F. Miscellaneous

35. Copies of the Plan and Disclosure Statement (including after the Exhibit Filing Date all Exhibits, Schedules, and Appendices) may also be obtained, at the requesting parties' expense, upon written request, from the Debtors' Noticing Agent, Logan & Company, Inc., 546 Valley Road, Upper Montclair, New Jersey 07043, Attn: US Airways, Inc., et al.

Dated: Alexandria, Virginia
January 17, 2003

/s/ Stephen S. Mitchell
Honorable Stephen S. Mitchell
United States Bankruptcy Judge

WE ASK FOR THIS:

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